

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation <b>ROSE-MARIE AND JACK R. ANDERSON FOUNDATION</b>		A Employer identification number <b>75-2542403</b>
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number <b>(972) 248-7350</b>
	<b>16475 DALLAS PARKWAY</b>		
	City or town, state, and ZIP code <b>ADDISON, TX 75001</b>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>38,555,574.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
(Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	141,207.	141,207.		STATEMENT 2
	4 Dividends and interest from securities	1,094,802.	1,094,802.		STATEMENT 3
	5a Gross rents	444.	444.		STATEMENT 4
	b Net rental income or (loss)	444.			
	6a Net gain or (loss) from sale of assets not on line 10	<476,925.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	16,828,772.			
	7 Capital gain net income (from Part IV, line 2)		2,167,815.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	18,502.	18,502.		STATEMENT 5
	12 Total. Add lines 1 through 11	778,030.	3,422,770.		
	13 Compensation of officers, directors, trustees, etc.	63,000.	15,750.		47,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 6	434.	0.		434.
	b Accounting fees STMT 7	6,275.	1,569.		4,706.
	c Other professional fees STMT 8	44,551.	19,801.		24,750.
	17 Interest	311.	311.		0.
	18 Taxes STMT 9	45,083.	83.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,780.	0.		8,780.
22 Printing and publications					
23 Other expenses STMT 10	31,312.	31,187.		125.	
24 Total operating and administrative expenses. Add lines 13 through 23	199,746.	68,701.		86,045.	
25 Contributions, gifts, grants paid	2,416,084.			2,416,084.	
26 Total expenses and disbursements. Add lines 24 and 25	2,615,830.	68,701.		2,502,129.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,837,800.>				
b Net investment income (if negative, enter -0-)		3,354,069.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,284,694.	3,770,193.	3,771,205.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>STMT 11</b>	11,977,238.	12,142,349.	12,229,373.
	b Investments - corporate stock <b>STMT 12</b>	28,813,599.	27,130,987.	20,998,010.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 13</b>	0.	83,012.	83,012.
14 Land, buildings, and equipment: basis ▶ <b>24,833.</b> Less accumulated depreciation <b>STMT 14</b> ▶ <b>24,833.</b>				
15 Other assets (describe ▶ <b>STATEMENT 15</b> )	1,481,628.	1,592,818.	1,473,974.	
<b>16 Total assets (to be completed by all filers)</b>	<b>46,557,159.</b>	<b>44,719,359.</b>	<b>38,555,574.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	46,557,159.	44,719,359.	
<b>30 Total net assets or fund balances</b>	<b>46,557,159.</b>	<b>44,719,359.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>46,557,159.</b>	<b>44,719,359.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	46,557,159.
2 Enter amount from Part I, line 27a	2	<1,837,800.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	44,719,359.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	44,719,359.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 16,828,772.		14,660,957.	2,167,815.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,167,815.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,167,815.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	2,394,510.	52,267,081.	.045813
2006	2,145,685.	49,032,798.	.043760
2005	2,042,556.	45,094,653.	.045295
2004	1,725,051.	40,263,433.	.042844
2003	1,750,847.	37,460,116.	.046739

2 Total of line 1, column (d)	2	.224451
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044890
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	46,303,783.
5 Multiply line 4 by line 3	5	2,078,577.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33,541.
7 Add lines 5 and 6	7	2,112,118.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,502,129.

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	33,541.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	33,541.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	33,541.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 53,489.	7	53,489.
b Exempt foreign organizations - tax withheld at source	6b	8	9.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	19,939.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 19,939. Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>NEIL R. ANDERSON</u> Telephone no. ► <u>972-248-7350</u> Located at ► <u>16475 DALLAS PARKWAY, SUITE 735, ADDISON, TX</u> ZIP+4 ► <u>75001</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		X
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
<b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement - see instructions.)	N/A	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► _____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	N/A	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		63,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	42,459,381.
b	Average of monthly cash balances	1b	4,532,884.
c	Fair market value of all other assets	1c	16,652.
d	<b>Total</b> (add lines 1a, b, and c)	1d	47,008,917.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	47,008,917.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	705,134.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,303,783.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,315,189.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,315,189.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	33,541.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	33,541.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,281,648.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,281,648.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,281,648.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,502,129.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,502,129.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	33,541.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,468,588.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,281,648.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			2,454,178.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 2,502,129.				
a Applied to 2007, but not more than line 2a			2,454,178.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				47,951.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				2,233,697.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Form 990-PF (2008)

823581  
01-02-09



**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
<b>SEE STATEMENT 18</b>				
<b>Total</b>			<b>▶ 3a</b>	<b>2,416,084.</b>
<b>b</b> Approved for future payment				
<b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>

[illegible]

**Part XVII · Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |  |              |            |           |
|--|--------------|------------|-----------|
| <p><b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> |              | <b>Yes</b> | <b>No</b> |
|  |              |            |           |
|  | <b>1a(1)</b> |            | <b>X</b>  |
|  | <b>1a(2)</b> |            | <b>X</b>  |
|  |              |            |           |
|  | <b>1b(1)</b> |            | <b>X</b>  |
|  | <b>1b(2)</b> |            | <b>X</b>  |
|  | <b>1b(3)</b> |            | <b>X</b>  |
|  | <b>1b(4)</b> |            | <b>X</b>  |
|  | <b>1b(5)</b> |            | <b>X</b>  |
|  | <b>1b(6)</b> |            | <b>X</b>  |
|  | <b>1c</b>    |            | <b>X</b>  |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here Paid Preparer's Use Only	Signature of officer or trustee <i>J. K. Anderson</i>		Date <i>13 Nov 2009</i>	Title <i>President</i>
	Preparer's signature <i>Dea Newelow</i>		Date <i>11/12/09</i>	Check if self-employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code <b>WEAVER AND TIDWELL, L.L.P. 12221 MERIT DRIVE, SUITE 1400 DALLAS, TEXAS 75251</b>			Preparer's identifying number EIN <b>12-1234567</b> Phone no. <b>(972) 490-1970</b>	

Form **990-PF** (2008)

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	33,000.	8,250.		24,750.	
INVESTMENT FEES	11,551.	11,551.		0.	
TO FORM 990-PF, PG 1, LN 16C	44,551.	19,801.		24,750.	

FORM 990-PF	TAXES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX ON INVESTMENT INCOME	45,000.	0.		0.	
FOREIGN TAXES MERRILL LYNCH - W. PEATTIE	42.	42.		0.	
FOREIGN TAXES TEEKAY LNG PARTNERS LP	4.	4.		0.	
FOREIGN TAXES BURTON PARTNERSHIP	37.	37.		0.	
TO FORM 990-PF, PG 1, LN 18	45,083.	83.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FROM -- BURTON PARTNERSHIP PORTFOLIO DEDUCTION	1,330.	1,330.		0.	
FROM CAPITAL PARTNERS PORTFOLIO DEDUCTION	2,518.	2,518.		0.	
FROM -- CAPITAL PARTNERS OTHER DEDUCTIONS	6,227.	6,227.		0.	
FROM -- NGN BIOMED PORTFOLIO DEDUCTION	10,745.	10,745.		0.	
MISCELLANEOUS FEES	486.	361.		125.	
FROM -- CAI PTRS & CO IV - OTHER PORTFOLIO DEDUCTION	10,006.	10,006.		0.	
TO FORM 990-PF, PG 1, LN 23	31,312.	31,187.		125.	

FORM 990-PF		RENTAL INCOME	STATEMENT	4
KIND AND LOCATION OF PROPERTY		ACTIVITY NUMBER	GROSS RENTAL INCOME	
FROM	CAPITAL PARTNERS	1	218.	
FROM	BURTON PARTNERSHIP	2	226.	
TOTAL TO FORM 990-PF, PART I, LINE 5A			444.	

FORM 990-PF		OTHER INCOME		STATEMENT	5
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FROM	- CAPITAL PARTNERS	19,525.	19,525.		
FROM	- TEEKAY	<1,023.>	<1,023.>		
TOTAL TO FORM 990-PF, PART I, LINE 11		18,502.	18,502.		

FORM 990-PF		LEGAL FEES		STATEMENT	6
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL SERVICES		434.	0.		434.
TO FM 990-PF, PG 1, LN 16A		434.	0.		434.

FORM 990-PF		ACCOUNTING FEES		STATEMENT	7
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES		6,275.	1,569.		4,706.
TO FORM 990-PF, PG 1, LN 16B		6,275.	1,569.		4,706.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BROWN ADVISORY	31,392.
MERRILL LYNCH - 04F14	74,013.
MERRILL LYNCH - 04F14	29,162.
MERRILL LYNCH - 2077	6,640.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	141,207.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMORTIZATION OF INTEREST	<50,227.>	0.	<50,227.>
BROWN ADVISORY - DIV	14,380.	0.	14,380.
FROM BURTON PARTNERSHIP - DIV	366.	0.	366.
FROM BURTON PARTNERSHIP - INT	20,543.	0.	20,543.
FROM CAI PARTNERS & CO IV, LP -INT	128.	0.	128.
FROM CAPITAL PARTNERS - INT	258.	0.	258.
FROM NGN PARTNERS - DIV	752.	0.	752.
FROM NGN PARTNERS - INT	609.	0.	609.
FROM TEEKAY PARTNERSHIP - INT	1,560.	0.	1,560.
LESS PURCHASED INTEREST	<27,445.>	0.	<27,445.>
MERRILL LYNCH 04F14 - DIV	336,903.	0.	336,903.
MERRILL LYNCH 04F14 - INT	663,516.	0.	663,516.
MERRILL LYNCH 2077 - DIV	14,719.	0.	14,719.
MERRILL LYNCH 2077 - INT	3,763.	0.	3,763.
VANGUARD S&P 500 INDEX	114,977.	0.	114,977.
TOTAL TO FM 990-PF, PART I, LN 4	1,094,802.	0.	1,094,802.



FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM    L BURTON PARTNERSHIP STCL					
	0.	40,988.	0.	0.	<40,988.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM    BURTON PARTNERSHIP LTCG					
	17,667.	0.	0.	0.	17,667.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM    BURTON PARTNERSHIP 1231 LOSS					
	0.	29.	0.	0.	<29.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM	NGN PARTNERS STCG	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,142.	0.	0.	0.	1,142.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM 1	NGN PARTNERS LTGC	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
23,589.	0.	0.	0.	23,589.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
REDEMPTION 2017-01	FHLMC 4.25%	PURCHASED	01/10/05	01/24/08	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,000,000.	1,000,000.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
REDEMPTION 2018-08	FHLMC 4.25%	PURCHASED	08/01/03	02/01/08	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,000,000.	1,000,000.	0.	0.	0.	

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FROM BURTON PARTNERSHIP STCL	P	VARIOUS	VARIOUS
b	FROM BURTON PARTNERSHIP LTCG	P	VARIOUS	VARIOUS
c	FROM BURTON PARTNERSHIP 1231 LOSS	P	VARIOUS	VARIOUS
d	FROM NGN PARTNERS STCG	P	VARIOUS	VARIOUS
e	FROM NGN PARTNERS LTCG	P	VARIOUS	VARIOUS
f	REDEMPTION 2017-01 FHLMC 4.25%	P	01/10/05	01/24/08
g	REDEMPTION 2018-08 FHLMC 4.25%	P	08/01/03	02/01/08
h	REDEMPTION 2013-02 FNMA 4% STEPNOTE	P	02/28/05	02/04/08
i	REDEMPTION 2011-02 FHLMC 5.2%	P	02/15/06	02/15/08
j	22,000 SH UNH JRA 11/2000	D	12/23/05	02/22/08
k	26,038 SH UNH JRA	D	12/23/05	02/22/08
l	1,962 SH UNH 11/2000	D	12/23/05	02/22/08
m	REDEMPTION 2008-11 USTSY 4.75%	P	05/14/03	03/07/08
n	750 SH AMERICAN TOWER CORP	P	05/21/07	01/24/08
o	500 SH AMERICAN TOWER CORP	P	06/01/07	01/24/08

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		40,988.	<40,988.>
b	17,667.		17,667.
c		29.	<29.>
d	1,142.		1,142.
e	23,589.		23,589.
f	1,000,000.	1,000,000.	0.
g	1,000,000.	1,000,000.	0.
h	1,000,000.	1,000,000.	0.
i	1,000,000.	1,000,005.	<5.>
j	1,057,588.	104,400.	953,188.
k	1,251,703.	21,402.	1,230,301.
l	94,318.	9,420.	84,898.
m	1,021,088.	1,102,974.	<81,886.>
n	27,186.	31,105.	<3,919.>
o	18,124.	21,637.	<3,513.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<40,988.>
b			17,667.
c			<29.>
d			1,142.
e			23,589.
f			0.
g			0.
h			0.
i			<5.>
j			953,188.
k			1,230,301.
l			84,898.
m			<81,886.>
n			<3,919.>
o			<3,513.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8 }

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2,000 SH ISHARES, INC MSCI JAP INDX FD	P	04/06/06	01/24/08
b	1,000 SH NABORS INDUSTRIES, LTD	P	10/10/07	01/24/08
c	1,000 SH SBA COMMUNICATIONS	P	06/01/07	01/24/08
d	200 SH AMERICA MOVIL	P	06/01/07	02/12/08
e	500 SH POWERSHARES QQQ TRUST	P	10/04/07	02/12/08
f	250 SH JPMORGAN CHASE & CO	P	01/29/08	03/11/08
g	200 SH JPMORGAN CHASE & CO	P	02/04/08	03/11/08
h	200 SH ENSTAR GROUP LTD	P	04/06/06	03/13/08
i	50 SH ISHARES SILVER TR	P	02/12/08	03/26/08
j	1,500 SH ULTRASHORT S&P500	P	03/13/08	03/26/08
k	200 SH SECTOR SPDR TRUST	P	10/10/07	03/26/08
l	300 SH STREETTRACKS GOLD TRUST	P	01/30/06	03/26/08
m	500 SH FOCUS MEDIA	P	05/03/07	04/03/08
n	250 SH FOCUS MEDIA	P	02/05/08	04/03/08
o	2,000 SHARES TATA MOTORS LTD	P	07/11/06	04/03/08

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 24,440.		29,228.	<4,788.>
b 25,580.		30,073.	<4,493.>
c 25,680.		32,303.	<6,623.>
d 11,260.		12,335.	<1,075.>
e 21,187.		25,881.	<4,694.>
f 9,276.		11,444.	<2,168.>
g 7,421.		9,890.	<2,469.>
h 18,773.		18,105.	668.
i 8,303.		8,351.	<48.>
j 97,071.		105,779.	<8,708.>
k 13,936.		15,358.	<1,422.>
l 27,109.		16,904.	10,205.
m 16,191.		16,801.	<610.>
n 8,095.		12,117.	<4,022.>
o 30,870.		32,456.	<1,586.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,788.>
b			<4,493.>
c			<6,623.>
d			<1,075.>
e			<4,694.>
f			<2,168.>
g			<2,469.>
h			668.
i			<48.>
j			<8,708.>
k			<1,422.>
l			10,205.
m			<610.>
n			<4,022.>
o			<1,586.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	200 SH SECTOR SPDR TRUST	P	10/10/07	05/05/08
b	400 SH AMERICA MOVIL	P	05/15/07	05/06/08
c	70 SH DIAMONDS TR SER 1	P	04/09/08	06/02/08
d	100 SH DIAMONDS TR SER 1	P	05/01/08	06/02/08
e	750 SH GENERAL ELECTRIC	P	06/22/07	06/02/08
f	750 SH CLAYMORE	P	05/27/08	06/26/08
g	100 SH AMERICA MOVIL	P	05/15/07	06/30/08
h	100 SH AMERICA MOVIL	P	06/01/07	06/30/08
i	200 SH AMERICA MOVIL	P	02/04/08	06/30/08
j	REDEMPTION 2008-07 FHLB 5.84%	P	01/25/01	07/14/08
k	REDEMPTION 2016-08 FNMA 5.25%	P	08/31/07	07/16/08
l	REDEMPTION 2013-09 FFCB 5.6%	P	10/16/06	07/16/08
m	REDEMPTION 2020-04 FHLMC 5%	P	04/05/05	07/16/08
n	REDEMPTION 2013-06 FHLB 3.875%	P	05/12/04	07/18/08
o	REDEMPTION 2014-04 FNMA 4.125%	P	05/12/04	07/18/08

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,196.		15,358.	838.
b 22,240.		22,244.	<4.>
c 8,760.		8,886.	<126.>
d 12,514.		13,014.	<500.>
e 22,549.		29,090.	<6,541.>
f 36,806.		43,024.	<6,218.>
g 5,301.		5,561.	<260.>
h 5,301.		6,168.	<867.>
i 10,602.		12,068.	<1,466.>
j 1,000,000.		999,981.	19.
k 993,145.		1,000,000.	<6,855.>
l 1,006,895.		1,012,605.	<5,710.>
m 992,495.		1,000,005.	<7,510.>
n 984,375.		915,442.	68,933.
o 986,875.		910,547.	76,328.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			838.
b			<4.>
c			<126.>
d			<500.>
e			<6,541.>
f			<6,218.>
g			<260.>
h			<867.>
i			<1,466.>
j			19.
k			<6,855.>
l			<5,710.>
m			<7,510.>
n			68,933.
o			76,328.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	REDEMPTION 2008-08 FFCB 5.9%	P	08/23/01	08/04/08
b	CD 2008-09-12 3.15% BEAR STEARNS	P	03/12/08	09/12/08
c	CD 2008-09-12 3.20% BUILDERS BANK	P	03/12/08	09/12/08
d	CD 2008-09-12 3.35% PROVIDENT BANK	P	03/12/08	09/12/08
e	CD 2008-09-19 3.45% BANCORP BANK	P	03/19/08	09/19/08
f	300 SH ISHARES S&P GLOBAL 100	P	01/02/08	07/01/08
g	100 SH ISHARES S&P GLOBAL 100	P	02/04/08	07/01/08
h	100 SH ISHARES S&P GLOBAL 100	P	05/01/08	07/01/08
i	385 SH DRYSHIPS	P	04/24/08	07/08/08
j	600 SH CHESAPEAKE ENERGY CORP	P	01/31/06	07/21/08
k	250 SH CHESAPEAKE ENERGY CORP	P	05/23/06	07/21/08
l	70 SH CHESAPEAKE ENERGY CORP	P	06/15/07	07/21/08
m	350 SH BHP BILLITON LTD ADR	P	04/17/08	08/07/08
n	200 SH CHESAPEAKE ENERGY CORP	P	06/15/07	08/07/08
o	400 SH MARKET VECTORS RUSSIA	P	02/22/08	08/13/08

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,000,000.		1,035,679.	<35,679.>
b 98,000.		98,000.	0.
c 98,000.		98,000.	0.
d 98,000.		98,000.	0.
e 98,000.		98,000.	0.
f 20,571.		24,613.	<4,042.>
g 6,857.		7,533.	<676.>
h 6,857.		7,798.	<941.>
i 27,883.		29,116.	<1,233.>
j 33,952.		20,912.	13,040.
k 14,147.		7,498.	6,649.
l 3,961.		2,514.	1,447.
m 23,757.		26,881.	<3,124.>
n 9,252.		7,183.	2,069.
o 15,920.		19,732.	<3,812.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<35,679.>
b			0.
c			0.
d			0.
e			0.
f			<4,042.>
g			<676.>
h			<941.>
i			<1,233.>
j			13,040.
k			6,649.
l			1,447.
m			<3,124.>
n			2,069.
o			<3,812.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	200 SH SPDR GOLD TRUST	P	01/30/06	08/13/08
b	100 SH SPDR GOLD TRUST	P	07/07/06	08/13/08
c	1,000 SH ISHARES SILVER TR	P	02/12/08	08/13/08
d	500 SH ISHARES SILVER TR	P	07/16/08	08/13/08
e	400 SH ULTRASHORT OIL & GAS	P	07/15/08	08/25/08
f	1,500 SH ISHARES SILVER TR	P	07/16/08	08/25/08
g	100 SH DIAMONDS TR SER 1	P	04/09/08	09/05/08
h	70 SH DIAMONDS TR SER 1	P	04/09/08	09/05/08
i	250 SH PEABODY ENERGY CORP	P	05/15/07	09/10/08
j	600 SH MICROSOFT	P	01/02/08	09/23/08
k	100 SH ULTRASHORT OIL & GAS	P	07/15/08	09/24/08
l	300 SH ULTRASHORT OIL & GAS	P	07/21/08	09/24/08
m	1,100 SH ULTRASHORT OIL & GAS	P	09/10/08	09/24/08
n	500 SH URS CORP NEW	P	05/12/06	10/07/08
o	1,200 SH TEEKAY LNG PARTNERS, LP	P	03/30/06	10/15/08

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16,754.		11,269.	5,485.
b 8,377.		6,274.	2,103.
c 15,003.		16,701.	<1,698.>
d 7,501.		9,328.	<1,827.>
e 14,026.		13,084.	942.
f 19,299.		27,986.	<8,687.>
g 11,549.		12,694.	<1,145.>
h 8,085.		8,886.	<801.>
i 12,126.		11,837.	289.
j 14,616.		21,999.	<7,383.>
k 3,545.		3,271.	274.
l 10,634.		10,548.	86.
m 38,990.		46,404.	<7,414.>
n 15,845.		23,477.	<7,632.>
o 13,644.		32,529.	<18,885.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5,485.
b			2,103.
c			<1,698.>
d			<1,827.>
e			942.
f			<8,687.>
g			<1,145.>
h			<801.>
i			289.
j			<7,383.>
k			274.
l			86.
m			<7,414.>
n			<7,632.>
o			<18,885.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	70 SH WHITE MTS INS GROUP, LTD	P	02/06/08	10/16/08
b	10 SH WHITE MTS INS GROUP, LTD	P	04/09/08	10/16/08
c	1,000 SH PROSHARES ULTRASHORT DOW	P	10/02/08	10/22/08
d	500 SH ULTRASHORT OIL & GAS	P	09/10/08	10/23/08
e	1,200 SH ULTRASHORT OIL & GAS	P	10/02/08	10/23/08
f	150 SH PROSHARES TRUST	P	10/15/08	10/23/08
g	50 SH GOLDMAN SACHS GRP	P	10/01/08	11/07/08
h	200 SH GOLDMAN SACHS GRP	P	10/01/08	11/07/08
i	100 SH PROSHARES ULTRASHORT S 31KX2	P	11/18/08	11/21/08
j	50 SH PROSHARES ULTRASHORT S 31KX2	P	11/18/08	11/21/08
k	500 SH PROSHARES ULTRASHORT S 31KX2	P	11/18/08	11/21/08
l	100 SH ENSTAR GROUP, LTD	P	04/06/06	11/21/08
m	100 SH ENSTAR GROUP, LTD	P	10/12/06	11/21/08
n	50 SH PEABODY ENERGY CORP	P	05/15/07	12/01/08
o	100 SH URS CORP NEW	P	06/13/06	12/01/08

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,206.		34,635.	<15,429.>
b	2,744.		4,739.	<1,995.>
c	83,660.		67,188.	16,472.
d	27,547.		21,093.	6,454.
e	66,114.		52,767.	13,347.
f	19,389.		23,853.	<4,464.>
g	3,845.		6,854.	<3,009.>
h	15,382.		27,414.	<12,032.>
i	12,162.		10,114.	2,048.
j	6,081.		5,266.	815.
k	60,812.		52,500.	8,312.
l	4,281.		9,052.	<4,771.>
m	4,281.		9,009.	<4,728.>
n	993.		2,365.	<1,372.>
o	3,354.		3,853.	<499.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<15,429.>
b			<1,995.>
c			16,472.
d			6,454.
e			13,347.
f			<4,464.>
g			<3,009.>
h			<12,032.>
i			2,048.
j			815.
k			8,312.
l			<4,771.>
m			<4,728.>
n			<1,372.>
o			<499.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3



**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	200 SH URS CORP NEW	P	02/04/08	12/01/08
b	200 SH URS CORP NEW	P	04/09/08	12/01/08
c	200 SH PEABODY ENERGY CORP	P	05/15/07	12/01/08
d	50 SH PROSHARES ULTRASHORT S 31KX2	P	12/03/08	12/23/08
e	50 SH PROSHARES ULTRASHORT S 31KX2	P	12/03/08	12/23/08
f	50 SH PROSHARES ULTRASHORT S 31KX2	P	12/03/08	12/23/08
g	250 SH PROSHARES ULTRASHORT S 31KX2	P	12/03/08	12/23/08
h	100 SH PROSHARES ULTRASHORT S 31KX2	P	12/03/08	12/23/08
i	150 SH PROSHARES ULTRASHORT S 31KX2	P	12/03/08	12/23/08
j	100 SH PROSHARES ULTRASHORT S 31KX2	P	12/03/08	12/23/08
k	ROP - GNMA 6% 2/20/38	P	VARIOUS	VARIOUS
l	ROP - GNMA 6% 1/20/38	P	VARIOUS	VARIOUS
m	ROP - GNMA 5.5% 9/20/37	P	VARIOUS	VARIOUS
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,707.		8,870.	<2,163.>
b 6,707.		7,598.	<891.>
c 3,975.		9,459.	<5,484.>
d 4,215.		4,864.	<649.>
e 4,216.		4,686.	<470.>
f 4,216.		4,750.	<534.>
g 21,078.		24,310.	<3,232.>
h 8,431.		9,408.	<977.>
i 12,647.		14,592.	<1,945.>
j 8,431.		9,498.	<1,067.>
k 15,512.		15,512.	0.
l 52,189.		52,189.	0.
m 623,795.		623,795.	0.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<2,163.>
b			<891.>
c			<5,484.>
d			<649.>
e			<470.>
f			<534.>
g			<3,232.>
h			<977.>
i			<1,945.>
j			<1,067.>
k			0.
l			0.
m			0.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,167,815.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Asset No	Description	Date Acquired			Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	ORGANIZATIONAL COSTS	06	13	94	248	60M	43	22,864.			22,864.	22,864.		0.
2	OFFICE EQUIPMENT	04	15	99	200DB	5.00	17	985.			985.	985.		0.
3	OFFICE EQUIPMENT	06	15	99	200DB	5.00	17	984.			984.	984.		0.
	* TOTAL 990-PF PG 1 DEPR & AMORT							24,833.		0.	24,833.	24,833.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2013-02 FNMA 4% STEPNOTE	1,000,000.	1,000,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2011-02 FHLMC 5.2%	1,000,000.	1,000,005.	0.	0.	<5.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,000 SH UNH JRA 11/2000	1,057,588.	1,724,800.	0.	0.	<667,212.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,038 SH UNH JRA	1,251,703.	1,045,742.	0.	0.	205,961.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,962 SH UNH 11/2000	DONATED	12/23/05	02/22/08		
	94,318.	9,420.	0.	0.	84,898.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
REDEMPTION 2008-11 UTSY 4.75%	PURCHASED	05/14/03	03/07/08		
	1,021,088.	1,102,974.	0.	0.	<81,886.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
750 SH AMERICAN TOWER CORP	PURCHASED	05/21/07	01/24/08		
	27,186.	31,105.	0.	0.	<3,919.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SH AMERICAN TOWER CORP	PURCHASED	06/01/07	01/24/08		
	18,124.	21,637.	0.	0.	<3,513.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
2,000 SH ISHARES, INC MSCI JAP INDX FD	PURCHASED	04/06/06	01/24/08		
	24,440.	29,228.	0.	0.	<4,788.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,000 SH NABORS INDUSTRIES, LTD	PURCHASED	10/10/07	01/24/08		
	25,580.	30,073.	0.	0.	<4,493.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,000 SH SBA COMMUNICATIONS	PURCHASED	06/01/07	01/24/08		
	25,680.	32,303.	0.	0.	<6,623.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SH AMERICA MOVIL	PURCHASED	06/01/07	02/12/08		
	11,260.	12,335.	0.	0.	<1,075.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SH POWERSHARES QQQ TRUST	21,187.	25,881.	0.	0.	<4,694.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250 SH JPMORGAN CHASE & CO	9,276.	11,444.	0.	0.	<2,168.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SH JPMORGAN CHASE & CO	7,421.	9,890.	0.	0.	<2,469.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SH ENSTAR GROUP LTD	18,773.	18,105.	0.	0.	668.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SH ISHARES SILVER TR	8,303.	8,351.	0.	0.	<48.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500 SH ULTRASHORT S&P500	97,071.	105,779.	0.	0.	<8,708.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SH SECTOR SPDR TRUST	13,936.	15,358.	0.	0.	<1,422.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SH STREETTRACKS GOLD TRUST	27,109.	16,904.	0.	0.	10,205.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SH FOCUS MEDIA	16,191.	16,801.	0.	0.	<610.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250 SH FOCUS MEDIA	8,095.	12,117.	0.	0.	<4,022.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000 SHARES TATA MOTORS LTD	30,870.	32,456.	0.	0.	<1,586.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SH SECTOR SPDR TRUST	16,196.	15,358.	0.	0.	838.



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400 SH AMERICA MOVIL	22,240.	22,244.	0.	0.	<4.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70 SH DIAMONDS TR SER 1	8,760.	8,886.	0.	0.	<126.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SH DIAMONDS TR SER 1	12,514.	13,014.	0.	0.	<500.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
750 SH GENERAL ELECTRIC	22,549.	29,090.	0.	0.	<6,541.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
750 SH CLAYMORE	PURCHASED	05/27/08	06/26/08		
	36,806.	43,024.	0.	0.	<6,218.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH AMERICA MOVIL	PURCHASED	05/15/07	06/30/08		
	5,301.	5,561.	0.	0.	<260.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH AMERICA MOVIL	PURCHASED	06/01/07	06/30/08		
	5,301.	6,168.	0.	0.	<867.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SH AMERICA MOVIL	PURCHASED	02/04/08	06/30/08		
	10,602.	12,068.	0.	0.	<1,466.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2008-07 FHLB 5.84%	1,000,000.	999,981.	0.	0.	19.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2016-08 FNMA 5.25%	993,145.	1,000,000.	0.	0.	<6,855.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2013-09 FFCB 5.6%	1,006,895.	1,012,605.	0.	0.	<5,710.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2020-04 FHLMC 5%	992,495.	1,000,005.	0.	0.	<7,510.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2013-06 FHLB 3.875%	984,375.	915,442.	0.	0.	68,933.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2014-04 FNMA 4.125%	986,875.	910,547.	0.	0.	76,328.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
REDEMPTION 2008-08 FFCB 5.9%	1,000,000.	1,035,679.	0.	0.	<35,679.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CD 2008-09-12 3.15% BEAR STEARNS	98,000.	98,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CD 2008-09-12 3.20% BUILDERS BANK	98,000.	98,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CD 2008-09-12 3.35% PROVIDENT BANK	98,000.	98,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CD 2008-09-19 3.45% BANCORP BANK	98,000.	98,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SH ISHARES S&P GLOBAL 100	20,571.	24,613.	0.	0.	<4,042.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SH ISHARES S&P GLOBAL 100	6,857.	7,533.	0.	0.	<676.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SH ISHARES S&P GLOBAL 100	6,857.	7,798.	0.	0.	<941.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
385 SH DRYSHIPS	27,883.	29,116.	0.	0.	<1,233.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600 SH CHESAPEAKE ENERGY CORP	33,952.	20,912.	0.	0.	13,040.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250 SH CHESAPEAKE ENERGY CORP	14,147.	7,498.	0.	0.	6,649.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70 SH CHESAPEAKE ENERGY CORP	3,961.	2,514.	0.	0.	1,447.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
350 SH BHP BILLITON LTD ADR	23,757.	26,881.	0.	0.	<3,124.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SH CHESAPEAKE ENERGY CORP	9,252.	7,183.	0.	0.	2,069.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
400 SH MARKET VECTORS RUSSIA	PURCHASED	02/22/08	08/13/08		
15,920.	19,732.	0.	0.	<3,812.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SH SPDR GOLD TRUST	PURCHASED	01/30/06	08/13/08		
16,754.	11,269.	0.	0.	5,485.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH SPDR GOLD TRUST	PURCHASED	07/07/06	08/13/08		
8,377.	6,274.	0.	0.	2,103.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,000 SH ISHARES SILVER TR	PURCHASED	02/12/08	08/13/08		
15,003.	16,701.	0.	0.	<1,698.>	



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SH ISHARES SILVER TR	PURCHASED	07/16/08	08/13/08		
	7,501.	9,328.	0.	0.	<1,827.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
400 SH ULTRASHORT OIL & GAS	PURCHASED	07/15/08	08/25/08		
	14,026.	13,084.	0.	0.	942.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,500 SH ISHARES SILVER TR	PURCHASED	07/16/08	08/25/08		
	19,299.	27,986.	0.	0.	<8,687.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH DIAMONDS TR SER 1	PURCHASED	04/09/08	09/05/08		
	11,549.	12,694.	0.	0.	<1,145.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
70 SH DIAMONDS TR SER 1	PURCHASED	04/09/08	09/05/08		
8,085.	8,886.	0.	0.	<801.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
250 SH PEABODY ENERGY CORP	PURCHASED	05/15/07	09/10/08		
12,126.	11,837.	0.	0.	289.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
600 SH MICROSOFT	PURCHASED	01/02/08	09/23/08		
14,616.	21,999.	0.	0.	<7,383.>	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH ULTRASHORT OIL & GAS	PURCHASED	07/15/08	09/24/08		
3,545.	3,271.	0.	0.	274.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300 SH ULTRASHORT OIL & GAS	10,634.	10,548.	0.	0.	86.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,100 SH ULTRASHORT OIL & GAS	38,990.	46,404.	0.	0.	<7,414.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
500 SH URS CORP NEW	15,845.	23,477.	0.	0.	<7,632.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,200 SH TEEKAY LNG PARTNERS, LP	13,644.	32,529.	0.	0.	<18,885.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
70 SH WHITE MTS INS GROUP, LTD	PURCHASED	02/06/08	10/16/08		
	19,206.	34,635.	0.	0.	<15,429.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
10 SH WHITE MTS INS GROUP, LTD	PURCHASED	04/09/08	10/16/08		
	2,744.	4,739.	0.	0.	<1,995.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
1,000 SH PROSHARES ULTRASHORT DOW	PURCHASED	10/02/08	10/22/08		
	83,660.	67,188.	0.	0.	16,472.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SH ULTRASHORT OIL & GAS	PURCHASED	09/10/08	10/23/08		
	27,547.	21,093.	0.	0.	6,454.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,200 SH ULTRASHORT OIL & GAS	66,114.	52,767.	0.	0.	13,347.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150 SH PROSHARES TRUST	19,389.	23,853.	0.	0.	<4,464.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SH GOLDMAN SACHS GRP	3,845.	6,854.	0.	0.	<3,009.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200 SH GOLDMAN SACHS GRP	15,382.	27,414.	0.	0.	<12,032.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH PROSHARES ULTRASHORT S 31KX2	PURCHASED	11/18/08	11/21/08		
	12,162.	10,114.	0.	0.	2,048.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
50 SH PROSHARES ULTRASHORT S 31KX2	PURCHASED	11/18/08	11/21/08		
	6,081.	5,266.	0.	0.	815.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
500 SH PROSHARES ULTRASHORT S 31KX2	PURCHASED	11/18/08	11/21/08		
	60,812.	52,500.	0.	0.	8,312.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH ENSTAR GROUP, LTD	PURCHASED	04/06/06	11/21/08		
	4,281.	9,052.	0.	0.	<4,771.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH ENSTAR GROUP, LTD	PURCHASED	10/12/06	11/21/08		
	4,281.	9,009.	0.	0.	<4,728.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
50 SH PEABODY ENERGY CORP	PURCHASED	05/15/07	12/01/08		
	993.	2,365.	0.	0.	<1,372.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
100 SH URS CORP NEW	PURCHASED	06/13/06	12/01/08		
	3,354.	3,853.	0.	0.	<499.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SH URS CORP NEW	PURCHASED	02/04/08	12/01/08		
	6,707.	8,870.	0.	0.	<2,163.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SH URS CORP NEW	PURCHASED	04/09/08	12/01/08		
	6,707.	7,598.	0.	0.	<891.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
200 SH PEABODY ENERGY CORP	PURCHASED	05/15/07	12/01/08		
	3,975.	9,459.	0.	0.	<5,484.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
50 SH PROSHARES ULTRASHORT S 31KX2	PURCHASED	12/03/08	12/23/08		
	4,215.	4,864.	0.	0.	<649.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
50 SH PROSHARES ULTRASHORT S 31KX2	PURCHASED	12/03/08	12/23/08		
	4,216.	4,686.	0.	0.	<470.>



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SH PROSHARES ULTRASHORT S 31KX2	4,216.	4,750.	0.	0.	<534.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250 SH PROSHARES ULTRASHORT S 31KX2	21,078.	24,310.	0.	0.	<3,232.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100 SH PROSHARES ULTRASHORT S 31KX2	8,431.	9,408.	0.	0.	<977.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150 SH PROSHARES ULTRASHORT S 31KX2	12,647.	14,592.	0.	0.	<1,945.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
100 SH PROSHARES ULTRASHORT S 31KX2	8,431.	9,498.	0.	PURCHASED	12/03/08	12/23/08

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ROP - GNMA 6% 2/20/38	15,512.	15,512.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ROP - GNMA 6% 1/20/38	52,189.	52,189.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ROP - GNMA 5.5% 9/20/37	623,795.	623,795.	0.	PURCHASED	VARIOUS	VARIOUS

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						<476,925.>

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT-US GOVERNMENT OBLIGATIONS	X		12,142,349.	12,229,373.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,142,349.	12,229,373.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			12,142,349.	12,229,373.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT-CORPORATE STOCKS	27,130,987.	20,998,010.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,130,987.	20,998,010.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	COST	83,012.	83,012.
TOTAL TO FORM 990-PF, PART II, LINE 13		83,012.	83,012.

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FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	14
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATIONAL COSTS	22,864.	22,864.	0.
OFFICE EQUIPMENT	985.	985.	0.
OFFICE EQUIPMENT	984.	984.	0.
TOTAL TO FM 990-PF, PART II, LN 14	24,833.	24,833.	0.

FORM 990-PF	OTHER ASSETS		STATEMENT 15
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN NGN BIOMED OPPORTUNITY I, L.P.	375,290.	346,172.	310,014.
INVESTMENT IN CAPITAL PARTNERS PRIVATE EQUITY INCOME FUND, L.P.	52,808.	167,371.	172,371.
INVESTMENT IN BURTON PARTNERSHIP, L.P.	1,053,530.	1,049,637.	968,732.
INVESTMENT IN CAI PARTNERS AND COMPANY IV, LP	0.	29,638.	22,857.
TO FORM 990-PF, PART II, LINE 15	1,481,628.	1,592,818.	1,473,974.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS		STATEMENT 16
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
JACK R. ANDERSON 16475 DALLAS PARKWAY, SUITE 735 ADDISON, TX 75001	DIR, PRES. 3.00	0.	0. 0.
ROSE-MARIE ANDERSON 16475 DALLAS PARKWAY, SUITE 735 ADDISON, TX 75001	DIR 1.00	0.	0. 0.
NEIL R. ANDERSON 16475 DALLAS PARKWAY, SUITE 735 ADDISON, TX 75001	DIR, TR. ASST SECR 35.00	63,000.	0. 0.
BARBARA ANDERSON MCDONALD 16475 DALLAS PARKWAY, SUITE 735 ADDISON, TX 75001	DIR, ASST SECR. ASST TR 1.00	0.	0. 0.
GAIL ANDERSON CANIZARES 16475 DALLAS PARKWAY, SUITE 735 ADDISON, TX 75001	DIR, ASST TR. SECR 1.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		63,000.	0. 0.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 17

## NAME OF MANAGER

JACK R. ANDERSON  
ROSE-MARIE ANDERSON

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 18

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CATO INSTITUTE 1000 MASSACHUSETTS AVE., NW, WASHINGTON, DC 20001	NONE EDUCATION	PUBLIC	74,600.
CHILDREN'S SCHOLARSHIP FUND 7 WEST 57TH STREET, NEW YORK, NY 10019	NONE EDUCATION	PUBLIC	300,000.
COLUMBIA BUSINESS SCHOOL 820 URIS HALL, 3022 BROADWAY, NEW YORK, NY 10027	NONE EDUCATION	PUBLIC	25,000.
COMMONWEAL FOUNDATION 10770 COLUMBIA PIKE, STE 150, SILVER SPRING, MD 20901	NONE EDUCATION	PUBLIC	40,000.
ENDOWMENT FOR INNER CITY EDUCATION 1011 FIRST AVENUE, STE 1400, NEW YORK, NY 10022	NONE EDUCATION	PUBLIC	25,000.
FROM K-1 CAPITAL PARTNERS EIGHT GREENWICH OFFICE PARK, GREENWICH, CT 06831-5149	NONE EDUCATION	PUBLIC	134.
GREENWICH HOSPITAL 1111 EAST PUTNAM AVENUE, RIVERSIDE, CT 06878	NONE HEALTHCARE	PUBLIC	10,000.

HOOVER INSTITUTION STANFORD UNIVERSITY, STANFORD, CA 94305	NONE EDUCATION	PUBLIC	200,000.
KAPPA DELTA FOUNDATION, INC 3205 PLAYERS LANE, MEMPHIS, TN 38125	NONE EDUCATION	PUBLIC	35,000.
MIAMI U., SCHOOL OF BUSINESS 725 E. CHESTNUT ST, OXFORD, OH 45056	NONE EDUCATION	PUBLIC	400,000.
MILTON AND ROSE D FRIEDMAN FDN ONE AMERICAN SQUARE, BOX 82078, INDIANAPOLIS, IN 46282	NONE EDUCATION	PUBLIC	300,000.
NATIONAL ACADEMIES 2101 CONSTITUTION AVE., NW, WASHINGTON, DC 20418	NONE EDUCATION	PUBLIC	100,000.
NATIONAL CENTER FOR POLICY ANALYSIS 12655 N. CENTRAL EXPY, STE 720, DALLAS, TX 75243	NONE EDUCATION	PUBLIC	50,000.
PATHWAYS, INC 175 MILBANK AVENUE, GREENWICH, CT 06830	NONE HEALTHCARE	PUBLIC	35,350.
STUDENT SPONSOR PARTNERS 21 EAST 40TH STREET, STE 1601, NEW YORK, NY 10016	NONE EDUCATION	PUBLIC	25,000.
VANGUARD CHARITABLE ENDOWMENT FUND P.O.BOX 3075, SOUTHEASTERN, PA 19398-9917	NONE HEALTH & EDUCATION	PUBLIC	720,000.
HILLSDALE COLLEGE 33 E. COLLEGE STREET, HILLSDALE, MI 49242	NONE EDUCATION	PUBLIC	10,000.

FLORIDIANS FOR SCHOOL CHOICE P.O. BOX 530568, MIAMI SHORES, FL 33153	NONE EDUCATION	PUBLIC	10,000.
STUDENTNEWSDAILY.COM P.O. BOX 30353, EDMOND, OK 73003	NONE EDUCATION	PUBLIC	15,000.
INDIAN RIVER HOSPITAL FDN 1000 36TH STREET, VERO BEACH, FL 32960	NONE HEALTH & EDUCATION	PUBLIC	10,000.
AIDS RESEARCH & TREATMENT CENTER OF THE TREASURE COAST 706 NORTH 7TH STREET, FORT PIERCE, FL 34950	NONE HEALTH & EDUCATION	PUBLIC	10,000.
LEUKEMIA AND LYMPHOMA SOCIETY 8111 LBJ FREEWAY, SUITE 425, DALLAS, TX 75251	NONE HEALTH & EDUCATION	PUBLIC	1,000.
HEARD MUSEUM 2301 N CENTRAL AVE, PHOENIX, AZ 85004	NONE EDUCATION	PUBLIC	10,000.
UNITED METHODIST CHILDREN'S HOME 500 S. COLUMBIA DRIVE, DECATUR, GA 30030	NONE EDUCATION	PUBLIC	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,416,084.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).			
Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	ROSE-MARIE AND JACK R. ANDERSON FOUNDATION		75-2542403
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	16475 DALLAS PARKWAY, NO. 735		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	ADDISON, TX 75001		

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990    ☐ Form 990-EZ    ☐ Form 990-T (sec. 401(a) or 408(a) trust)    ☐ Form 1041-A    ☐ Form 5227    ☐ Form 8870  
☐ Form 990-BL    ☒ Form 990-PF    ☐ Form 990-T (trust other than above)    ☐ Form 4720    ☐ Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**NEIL R. ANDERSON**

- The books are in the care of ☒ **16475 DALLAS PARKWAY, SUITE 735 - ADDISON, TX 75001**  
 Telephone No. ☒ **972-248-7350**      FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2009**
- 5 For calendar year **2008**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return    ☐ Final return    ☐ Change in accounting period
- 7 State in detail why you need the extension **SEE STATEMENT 19**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ <b>33,541.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ <b>53,489.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	<b>8c</b>	\$ <b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ Title ☒ **C.P.A.** Date ☒

Form **8868** (Rev. 4-2009)



**ROSE-MARIE AND JACK R. ANDERSON FOUNDATION**  
**FORM 990-PF, PART II, LN 10 ATTACHMENT - INVESTMENT**  
**12/31/08**

	<u>SHARES</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
<b><u>U.S. GOVERNMENT OBLIGATIONS</u></b>				
2008-07 FHLB 5.84%		999,981	-	-
2008-08 FFCB 5.9%		1,035,679	-	-
2008-11 US TRY 4.75%		1,102,974	-	-
2011-02 FHLMC 5.2%		1,000,005	-	-
2013-02 FNMA 4% STEP		1,000,000	-	-
2013-06 FHLB 3.875%		915,442	-	-
2013-09 FFCB 5.6%		1,012,605	-	-
2014-04 FNMA 4.125%		910,547	-	-
2016-08 FNMA 5.25% STEP		1,000,000	-	-
2017-01 FHLMC 4.25%		1,000,000	-	-
2018-08 FHLMC 4.25% CALL		1,000,000	-	-
2020-04 FHLMC 5% STEP		1,000,005	-	-
2009-08A TSY 4.875%		-	1,019,404	1,027,890
2009-08B TSY STRIP, \$97.42 ORIG; 1.78% YTM		-	989,038	998,090
2009-08C TSY STRIP, \$97.48 ORIG; 1.73% YTM		-	989,295	998,420
2010-02A TSY 4.75%		-	1,031,964	1,047,620
2010-02A TSY STRIP, \$96.43 ORIG; 1.84% YTM		-	979,570	994,270
2010-02B TSY STRIP, \$96.49 ORIG; 1.82% YTM		-	979,886	996,730
2037-09 55AB GNMA 5.5%		-	4,290,667	4,317,237
2038-01 76ED GNMA 6.0%		-	857,941	852,549
2038-02 65BE GNMA 6.0%		-	989,493	996,567
TOTAL U.S. GOVERNMENT OBLIGATIONS		11,977,238	12,127,258	12,229,373

**CORPORATE STOCK**

PL(PROTECTIVE LIFE)	43,395	1,495,500	1,495,500	622,718
SPY (SPDRS) 5/04	9,100	1,002,552	1,002,552	821,184
SPY (SPDRS) 8/04	18,650	2,000,406	2,000,406	1,682,976
SPY (SPDRS) 2005	36,850	4,442,064	4,442,064	3,325,344
SPY (SPDRS) 2006	15,500	2,004,486	2,004,486	1,398,720
SPY (SPDRS) 2007	27,100	3,999,939	3,999,939	2,445,504
SPY (SPDRS) 2008	8,200	-	997,129	739,968
UNH (UNITED HEATH)	72,962	3,976,052	2,930,310	1,940,789
UNH JRA 2006	4,990	244,111	244,111	132,734
UNH 11/2000	9,038	52,813	43,393	240,411
UNH JRA	22,000	1,084,900	1,084,900	585,200
UNH JRA 11/2000	22,000	1,724,800	-	-
UNH RMA 1998	12,210	998,390	998,390	324,786
UNH RMASPA 08/1999	8,800	497,600	497,600	234,080
UNH 9/28/07	16,000	776,160	776,160	425,600
UNH \$40 CALLS 01/17/09	(50,000)	(826,150)	(826,150)	(2,500)
UNH \$45 CALLS 01/17/09	(50,000)	(655,079)	(655,079)	(2,500)
UNH \$50 CALLS 01/17/09	(30,000)	(334,189)	(334,189)	(1,500)
DJ1A MAT 2009-02, 3X, 20% RR	100,000	1,000,000	1,000,000	635,000

**ROSE-MARIE AND JACK R. ANDERSON FOUNDATION**  
**FORM 990-PF, PART II, LN 10 ATTACHMENT - INVESTMENT**  
**12/31/08**

	<b>SHARES</b>	<b>BEGINNING BOOK VALUE</b>	<b>ENDING BOOK VALUE</b>	<b>ENDING FMV</b>
S&P100 MAT 2009-01, 3X, 18.7% R	100,000	1,000,000	1,000,000	590,000
VANGUARD S&P 500 INDEX	45,072	2,896,689	3,011,666	3,745,037
BAC CAPITAL TRUST	2,500	45,746	61,298	47,050
BURLNGTN N SNTA FE	400	-	35,714	30,284
CHESAPEAKE ENERGY CORP	3,500	48,880	84,684	56,595
CHEVRON CORP 144X5	500	-	39,063	36,985
DUKE ENERGY	1,500	9,645	28,084	22,515
ENSTAR GROUP	600	36,166	-	-
FOCUS MEDIA	500	16,801	-	-
FUEL TECH NV	1,700	5,954	24,397	18,003
HEWLETT PACKARD	1,100	-	47,736	39,919
ISHARES, INC MSCI JAP INDX FD	3,050	29,228	-	-
SPDR GOLD TRUST	300	46,994	22,105	25,956
TATA MOTORS LTD	2,000	32,456	-	-
TEEKAY LNG PARTNERS	1,200	33,934	-	-
URS CORP	600	27,330	-	-
AMERICA MOVIL	800	46,308	-	-
AMERICAN TOWER CORP	1,250	52,742	-	-
GENERAL ELECTRIC	750	50,422	28,569	12,150
MONSANTO CO NEW DEL CO	125	-	10,864	8,794
NABORS INDUSTIRES, LTD	1,000	30,073	-	-
PEABODY ENERGY CORP	500	23,764	-	-
POTASH CORP SASKATCHEWA	450	-	36,593	32,949
POWERSHARES QQQ TRUST	500	25,881	-	-
POWERSHARES ULTRASHORT O	1,200	-	52,582	30,049
POWERSHARES WATER	1,800	31,282	31,282	25,902
PROSHARES ULTRADOW	2,000	-	68,058	63,860
SBC COMMUNICATIONS	1,000	32,303	-	-
SCHLUMBERGER LTD	600	18,129	46,560	25,398
SECTOR SPDR TRUST	400	30,717	-	-
CHOICE HOTELS	20,000	757,800	757,800	601,200
WELLS FARGO	1,250	-	42,410	36,850
TOTAL CORPORATE STOCK		28,813,599	27,130,987	20,998,010